

**LAW OFFICES OF
LOUIS E. GITOMER**

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December 18, 2008

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27333 **A** **FILED**

DEC 18 '08 -2 01 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of December 17, 2008. The primary document to which this is connected is recorded under Recordation No. 27333. We request that one copy of this document be recorded under Recordation No. 27333-A.

The name and address of the party to the Partial Release is:

Security Agent:

Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI, Inc.
55 Railroad Avenue
Greenwich, CT 06830

A description of the equipment covered by the Partial Release consists of one GP-9N locomotive numbered TSRR 1950 and two GP-9 locomotives numbered RARW 202 and 203.

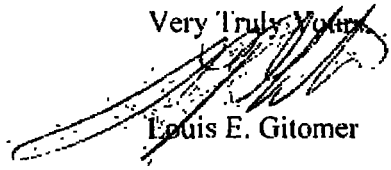
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
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Honorable Anne K. Quinlan
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A short summary of the document to appear in the index follows: a Partial Release by Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering one GP-9N locomotive numbered TSRR 1950 and two GP-9 locomotives numbered RARW 202 and 203.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO.

27333-A
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SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE

THIS PARTIAL RELEASE is made as of December 17, 2008 (this "Partial Release"), by PLAINFIELD DIRECT INC., as successor in interest to PLAINFIELD OFFSHORE HOLDINGS XI INC. (the "Security Agent").

WITNESSETH:

1. The Security Agent and Utah Central Railway Company ("UCRY") have entered that certain Security Agreement, dated as of December 31, 2007 (the "Security Agreement").
2. A Memorandum of Security Agreement was recorded with the Surface Transportation Board on January 2, 2008 under Recordation No. 27333.
3. Pursuant to Section 17 of the Security Agreement, UCRY has requested the Security Agent to execute this Partial Release to evidence for the public record the termination of the Security Agreement, as represented by the Memorandum of Security Agreement, with respect to the Locomotives identified in Exhibit A attached hereto.
4. This Partial Release shall be effective as of the date hereof.

IN WITNESS WHEREOF, the Security Agent has executed or caused this Partial Release to be executed, as of the date first above written.

PLAINFIELD DIRECT INC.
as Security Agent

By: 

Name:

Thomas X. Paster

Title:

Assistant Controller

STATE OF CONNECTICUT)

COUNTY OF FAIRFIELD)

) ss.

On this 17th day of December 2008, before me appeared THOMAS X. FRITSCH, the person who signed this instrument, who acknowledged that (s)he is the Authorized Individual of PLAINFIELD DIRECT, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Cherina M. Rowe
Notary Public

My commission expires:

November 30, 2010

**EXHIBIT A
TO PARTIAL RELEASE**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

One Model GP-9N Diesel Electric Locomotives numbered TSRR 1950

Two Model GP-9 Diesel Electric Locomotives numbered RARW 202 and 203